

Company no 10190002

Private company limited by shares

Written Resolutions

- of -

GRAVITY MEDIA GROUP HOLDINGS LIMITED

(the Company)

circulated on 2 September 2016

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02/09/2016
COMPANIES HOUSE

#15

Please read the notes below before signifying your agreement to the resolutions below

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolution 1 below is passed as a special resolution, and
- resolution 2 below is passed as an ordinary resolution

Resolutions

SPECIAL RESOLUTION:

1 ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT articles of association in the form attached to this resolution be adopted as the articles of association of the Company in place, and to the exclusion, of its existing articles of association including those provisions which are treated as provisions of the articles by virtue of section 28 of the Companies Act 2006

ORDINARY RESOLUTION:

2 REDESIGNATION OF SHARES

THAT each of the 450,000 ordinary shares of £1 00 in the capital of the Company currently in issue be redesignated as a Class A ordinary share of £1 00 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1 above

The special resolution listed above is conditional on approval by the requisite majority of the members of the Company entitled to vote on it within 15 days of the circulation date of these written resolutions (including the date of these written resolutions).

The ordinary resolution listed above is conditional on approval by the requisite majority of the members of the Company entitled to vote on it within 28 days of the circulation date of these written resolutions (including the date of these written resolutions).



Signed by John Newton

Date 2 September 2016



John Newton as attorney for
Signed by Kevin Moorhouse
under a power of attorney dated 30/8/16
Date 2 September 2016



Signed by Eamonn Dowdall

Date 2 September 2016

NOTES TO SHAREHOLDERS:

- (1) If you wish to vote in favour of these resolutions please sign and date this document in the relevant space and return it to the Company using one of the following methods

By Hand delivering the signed copy to Dentons UKMEA LLP, One Fleet Place London EC4M 7WS marked "For the attention of Christopher Quinn"

Post returning the signed copy by post to Dentons UKMEA LLP, One Fleet Place London EC4M 7WS marked "For the attention of Christopher Quinn"

Email by attaching a scanned copy of the signed document to an e-mail and sending it to christopher.quinn@dentons.com Please enter "Written resolutions in respect of Gravity Media Group Holdings Limited" in the email subject box

If there are no resolutions you agree with, you do not need to do anything you will not be deemed to agree if you fail to reply

- (2) Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- (3) If after a period of 28 days beginning on the circulation date insufficient agreement has been received for a resolution to pass, that resolution will lapse If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date
- (4) If you are signing this document on behalf of a person under a power of attorney or other authority, please return a copy of the relevant power of attorney or authority together with this document